

8598-5
COMMERCIAL AND PUBLIC

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

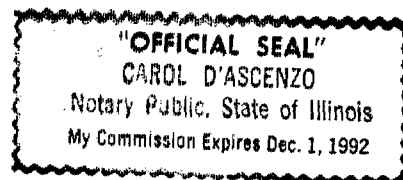
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Bill of Sale, dated November 8, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo
Notary Public

4066e



THE COMMISSIONER OF THE

MA 20 II- 1981 81 030

INVESTIGATION COMMISSION



BILL OF SALE

MANUFACTURERS HANOVER TRUST COMPANY
as Trustee under Equipment Trust Agreement
Dated December 1, 1976 (Series 14)
to
UNION TANK CAR COMPANY

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 1, 1976, by and between Trustee and Union Tank Car Company ("Company"), a Delaware corporation, in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is hereby acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B attached hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper officer hereunto duly authorized, and its seal to be hereunto affixed and attested, as of November 8, 1989.

MANUFACTURERS HANOVER TRUST COMPANY

By: T. C. Knight
Title: T. C. KNIGHT
ASST. VICE PRESIDENT

(SEAL)

Attest:

Michael A. Smith
Title: Michael A. Smith
ASSISTANT SECRETARY
UTCARS14

CONFIDENTIAL

MA 20 11-0881 81 0 30

CONFIDENTIAL CONTINUED

STATE OF NY)
COUNTY OF NY) SS

On this 8th day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared I. C. KNIGHT and Michael A. Smith, to me personally known, who being by me duly sworn did say that they are, respectively, the ASST. VICE PRESIDENT and the ASSISTANT SECRETARY of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Carolyn P. Baxter
Notary Public

My Commission Expires:

CAROLYN P. BAXTER
Notary Public, State of New York
No. 41-4020070
Qualified in Queens County
Certificate filed in New York County
Commission Expires February 16, 1990

UTCARS14

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R014

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/89

QUANTITY	A.A.R. MECHANICAL		CAPACITY IN GALLONS	ROAD NUMBERS
	DESIG.	CODE		
1	BOX	T	70	BC1T841293
1	GO	N	100	UNPX102341
1	TA		13,500	12655
1	TM		8,000	72103
3	TM		13,400	76282,78093,79166
1	TM		17,000	72029
1	TM		30,000	72328
15	TP		17,300	27832,27834,27836,27839-27840,27844-27848, 27852-27854,27890,27924
24 TOTAL				

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 14 SERIES 14 07/28/89

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ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CG	CTY	IN USE	WRECKED/ RETIRED		
BCIT 841293	BOXT	70	TON	3	2	11/75	06/89	\$ 37,260	\$ 8,632
UNPX 102341	GONT	100	TON	3	2	12/75	06/89	30,964	9,934
UTLX 12655	TA	13,500	GAL	1	1	12/75	05/89	24,503	7,861
UTLX 27832	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27834	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27836	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27839	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27840	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27844	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27845	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27846	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27847	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27848	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27852	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27853	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27854	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27890	TP	17,300	GAL	1	1	11/76	08/88	34,024	12,475
UTLX 27924	TP	17,300	GAL	1	1	10/76	09/88	34,265	12,421
UTLX 72029	TM	17,000	GAL	1	1	04/76	04/89	29,892	10,089
UTLX 72103	TM	8,000	GAL	1	1	04/76	09/88	25,335	8,551
UTLX 72328	TM	30,000	GAL	1	1	12/75	05/89	28,693	9,206
UTLX 76282	TM	13,400	GAL	1	1	04/76	08/88	29,214	9,860
UTLX 78093	TM	13,400	GAL	1	1	04/76	12/88	29,215	9,860
UTLX 78166	TM	13,400	GAL	1	1	04/76	08/88	29,215	9,860
NUMBER OF CARS 24								\$ 774,616	\$ 274,499